

EXHIBIT 2

MONTHLY FEE APPLICATIONS



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2201537
Invoice Date 01/31/2023
Client Number 044409

For Professional Services Rendered Through: December 31, 2022

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	959.67
00001	Petition, Schedules, First day Orders	60.50	35,386.50
00002	Case Management and Operating Reports	11.30	6,344.50
00004	Investigation, Due Diligence and Analysis	0.80	212.00
00005	Committee and Debtor Communications, Conference Calls and	24.80	15,866.00
00008	Sale and Disposition of Assets	24.50	13,282.00
00011	Miscellaneous Motions and Objections	4.10	2,460.00
00013	Professional Retention	24.70	8,120.00
00015	Cash Collateral and DIP Financing	27.00	15,844.00
00023	Executory Contracts and Related Matters	3.00	1,782.50
00028	Debtor Communications/Negotiations	18.00	12,380.00
00029	Travel	1.40	840.00
	Totals	200.10	113,477.17

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Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	29.80	800.00	23,840.00
Justin Kesselman	74.70	600.00	44,820.00
<u>Associate</u>			
James E. Britton	67.30	515.00	34,659.50
Anna Mandel	1.90	475.00	902.50
Blended Rate for Attorneys: \$600.01			
<u>Paralegal</u>			
Lisa A. Indelicato	11.30	380.00	4,294.00
Alyssa Fiorentino	15.10	265.00	4,001.50
Totals	200.10		112,517.50

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Summary of Disbursements:

Other	14.80
Out of Town Lodging	148.00
Out-of-Town Meals	26.00
Out-of-Town Transportation	770.87
Totals	959.67

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 00000 General
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For Professional Services Rendered Through: December 31, 2022

Re: General

For Disbursements:

Other

12/21/22	Justin Kesselman - Justin Kesselman, Other, city and occupancy taxes	14.80
	Other	14.80

Out of Town Lodging

12/21/22	Justin Kesselman - Out of Town Lodging Justin Kesselman, Lodging 12/21/2022 - 12/22/2022, room charge	148.00
	Out of Town Lodging	148.00

Out-of-Town Meals

12/21/22	Justin Kesselman - Out-of-Town Meals Justin Kesselman, Hotel - Dinner, dinner with Justin Kesselman	26.00
	Out-of-Town Meals	26.00

Out-of-Town Transportation

12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Airfare 12/21/2022 - 12/22/2022 Boston/Philadelphia , airfare from Boston to Philadelphia	580.19
12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia airport/hotel, uber from Philadelphia airport to hotel	63.51
12/21/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service office/Boston airport, taxi from AFS Boston to Boston Logan airport	28.85
12/22/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia hotel/airport, uber from hotel to Philadelphia airport	68.68
12/22/22	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston airport/office, taxi from Boston Logan airport to AFS office	29.64
	Out-of-Town Transportation	770.87

Disbursement Total	959.67
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Current Disbursements	\$959.67
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Subtotal For This Matter	\$959.67
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044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00001 Petition, Schedules, First day Orders
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Petition, Schedules, First day Orders

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	George P. Angelich	Prepare for and confer with local counsel re initial workstream for second day relief.	1.10	880.00
12/15/22	James E. Britton	Intro call with local counsel (0.9); review and analyze critical vendors motion (0.6); draft critical vendors motion issue list (0.5).	2.00	1,030.00
12/16/22	George P. Angelich	Review issues re second day relief.	1.90	1,520.00
12/16/22	James E. Britton	Review docket and filings and calendar upcoming hearing and objection deadlines (0.5); phone call with debtors' counsel (0.7); follow up call with G. Angelich and J. Kesselman (0.3); correspondence RE: filings and strategy (0.2); review and analyze omnibus motion to reject leases and executory contracts (0.4); draft update to committee (0.3); review and analyze cash management motion (0.5); review and analyze list of parties in interest (0.2); review and analyze lien search results (0.3); review and analyze revenue sharing agreement (0.3).	3.70	1,905.50
12/17/22	James E. Britton	Correspondence RE: documents and objection (0.2); review and analyze prepetition credit documents (1.0); review and analyze FA book (0.5); draft preliminary objection to first day motions (5.0).	6.70	3,450.50
12/18/22	James E. Britton	Listen to first day hearing (2.0) and correspondence RE: objections and documents (0.2); conference call with AF and local RE: call prep (0.5); conference call with debtors and cannacord (1.0); phone call with AF and local RE: followup (0.3); review and analyze motion to pay ordinary course professionals (0.3); review and analyze professionals retention motion (0.3); further follow up call (0.3); draft summary of motions and recommendation (0.5); review and revise objection (0.8); case law research for	7.20	3,708.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00001 Petition, Schedules, First day Orders
 January 31, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		omnibus objection (1.0).		
12/19/22	James E. Britton	Correspondence RE: objection and deadlines (0.2); further case law research RE: objection (1.1); phone call with committee RE: update (0.4); further revise draft objection (0.3); review and analyze critical vendors information (0.2); review and revise objection (0.5).	2.70	1,390.50
12/20/22	James E. Britton	Phone call with local counsel RE: hearing (0.8); draft revisions to objection (1.8); correspondence RE: same (0.2).	2.80	1,442.00
12/21/22	George P. Angelich	Review issues for hearing and confer re objection.	3.10	2,480.00
12/21/22	James E. Britton	Further revise objection (0.6); phone call with CR (0.4); review and analyze changes to objection (0.5); prepare exhibits and attend to filing (0.2); correspondence RE: objection and next steps (0.2); review updated budget (0.2); phone call with debtors (0.6); phone call with A. Mielke (0.1); correspondence RE: order markup and hearing prep (0.2); attend to bylaws (0.2).	3.20	1,648.00
12/22/22	George P. Angelich	Confer with J. Kesselman re hearing preparation; follow up post-hearing course of action.	1.10	880.00
12/23/22	George P. Angelich	Prepare for and confer with J. Kesselman and J. Britton re strategy.	1.90	1,520.00
12/23/22	James E. Britton	Internal call RE: workstreams and strategy (0.6); correspondence RE: same (0.2); review and analyze docket filings (0.3) and draft chart of revised dates and deadlines (0.3).	1.40	721.00
12/27/22	George P. Angelich	Follow up re next steps and correspond with J. Kesselman re same (.40); review APA issue list and review APA (.80).	1.20	960.00
12/27/22	George P. Angelich	Follow up and conferences with J. Kesselman and J. Britton re next steps.	2.20	1,760.00
12/28/22	George P. Angelich	Review mark ups of order.	0.40	320.00
12/28/22	James E. Britton	Review and revise orders for cash management, critical vendor, Canaccord retention, and RPA retention (0.8); correspondence RE: orders (0.2); review and analyze first day motions (0.2); review	4.40	2,266.00

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 00001 Petition, Schedules, First day Orders
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and revise committee bylaws and attend to signature pages (0.3); correspondence RE: diligence items (0.2); review and analyze cases RE: retention applications (0.4); review and analyze D&O and related policies (0.2); review and analyze exhibit to CG retention app (0.3); review and analyze list of executory contracts (0.3); review and analyze Winc schedules (1.1) and SOFA (0.4).		
12/28/22	Justin Kesselman	Revise proposed orders (1.3); revise assumed liabilities analysis (.5); conf. with Cohn Reznick re liabilities (.3); review intel on Canaccord engagements (.4); call with E. Walker (0.2); initial attn. to schedules/SOFAs (0.8); attn to email from Debtors re: bylaws (0.1); prepare email to debtors re orders and hearings (.6); attn to insurance policies (.2); prepare lists of APA issues supplemental diligence requests to Debtors (2.1)	6.50	3,900.00
12/29/22	James E. Britton	Phone call with debtors' counsel (1.1); correspondence RE: diligence items and orders (0.2); review and analyze canaccord retention terms from previous cases (0.2); draft renewed objection (2.5).	4.00	2,060.00
12/30/22	James E. Britton	Review and analyze revised objection (0.2); revise objection (0.2); review and analyze orders mark up (0.2); correspondence RE: objection and orders (0.2); case law research RE: comparable sales (0.9); phone call with debtors (0.3); phone call with GA and JK (0.2); further revise objection (0.2); review and analyze case law (0.3) and revisions to DIP objection and correspondence RE: same (0.3).	3.00	1,545.00
Fee Total			60.50	\$35,386.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	12.90	800.00	10,320.00
Justin Kesselman	6.50	600.00	3,900.00

Arent Fox Schiff LLP

Attorneys at Law

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 00001 Petition, Schedules, First day Orders
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	41.10	515.00	21,166.50
Timekeeper Summary Total	60.50		35,386.50
Current Fees			\$35,386.50
Subtotal For This Matter			\$35,386.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00002 Case Management and Operating Reports
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Case Management and Operating Reports

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	Justin Kesselman	Prep call with Sacculo (0.9); prep initial task list and strategic outline (.4)	1.30	780.00
12/16/22	Alyssa Fiorentino	Case review/committee due diligence and draft committee bylaws.	1.00	265.00
12/16/22	Alyssa Fiorentino	Discuss committee deadlines with J. Britton and circulate upcoming dates/deadlines.	0.30	79.50
12/17/22	Justin Kesselman	Review and analyze Canaccord retention application (0.5); emails with debtors re diligence requests (0.4); initial review of data rooms and produced documents (.7); review and revise committee emails (0.6); prepare outline of case strategy (0.6); attn to committee bylaws (0.5)	3.30	1,980.00
12/27/22	Justin Kesselman	Review and revise bylaws (0.4); call with Cohn Reznick (1.1); conf. with G Angelich and J Britton re: case strategy and issues (0.7); emails with Debtors' counsel (0.2); analyze outstanding issues (0.5); confer with Cohn Reznick re marketing process (.2); review APA and create issue list (2.3)	5.40	3,240.00
Fee Total			11.30	\$6,344.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	10.00	600.00	6,000.00
Alyssa Fiorentino	1.30	265.00	344.50
Timekeeper Summary Total	11.30		6,344.50

Current Fees \$6,344.50
Subtotal For This Matter \$6,344.50

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
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For Professional Services Rendered Through: December 31, 2022

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/19/22	Alyssa Fiorentino	Compile and organize due diligence materials.	0.80	212.00
Fee Total			0.80	\$212.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Alyssa Fiorentino	0.80	265.00	212.00
Timekeeper Summary Total	0.80		212.00

Current Fees	\$212.00
Subtotal For This Matter	\$212.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
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For Professional Services Rendered Through: December 31, 2022

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	George P. Angelich	Confer with the committee.	0.30	240.00
12/16/22	Justin Kesselman	Call with Debtors' counsel (0.7); calls with G. Angelich re: case strategy (1); draft diligence requests (1.3); review interim orders and attn to issue lists for motions (1.2); email to E. Walker (0.2); email with Debtor's counsel (0.2); review credit documents (1)	5.60	3,360.00
12/18/22	Justin Kesselman	Committee professionals calls (1); call with Debtors' counsel (1); work on omnibus objection (3.4); attn to issues list for first day motions (0.5); email to Debtors' counsel (0.2); emails with E. Walker (0.2); review data room materials (.5)	6.80	4,080.00
12/19/22	George P. Angelich	Confer with J. Kesselman re settlement alternatives; conference call with Committee; prepare 2014 disclosures.	3.10	2,480.00
12/20/22	George P. Angelich	Interview committee financial advisor candidates and confer with Committee.	2.00	1,600.00
12/21/22	Alyssa Fiorentino	Update committee bylaws.	0.40	106.00
12/24/22	Justin Kesselman	Attn to emails with UST.	0.10	60.00
12/27/22	George P. Angelich	Review comments to Bylaws from Debtors.	0.20	160.00
12/29/22	Justin Kesselman	Call with Debtors' counsel re: outstanding issues (1); work with G. Angelich on strategy and communications to debtors, lenders, and IB (2.3); attn to insurance agreements (0.4); attn to updated diligence information (0.2); prepare email to Committee (.3); work on objection to Canaccord retention (2.1)	6.30	3,780.00
Fee Total			24.80	\$15,866.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00005 Committee and Debtor Communications, Conference Calls and
January 31, 2023

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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	5.60	800.00	4,480.00
Justin Kesselman	18.80	600.00	11,280.00
Alyssa Fiorentino	0.40	265.00	106.00
Timekeeper Summary Total	24.80		15,866.00

Current Fees \$15,866.00

Subtotal For This Matter \$15,866.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/16/22	James E. Britton	Review and analyze bidding procedures motion, proposed orders, and Stalking Horse APA (3.5); draft issues list with respect to same (1.5).	5.00	2,575.00
12/20/22	James E. Britton	Phone call with debtors (0.7); revise bidding procedures and bid order with AF comments (2.6); further revise bid procedures and order (0.5); phone call with CR (1.0); correspondence RE: above (0.2).	5.00	2,575.00
12/20/22	Justin Kesselman	Meetings with AFS, AMS, and Cohn Reznick (3.1); attn to settlement negotiations (0.7); revise bidding procedures documents (0.7); prepare for cross-examination of C. Brault and Canaccord (4)	8.50	5,100.00
12/21/22	James E. Britton	Further revise bid procedures (0.3); review and analyze revisions to bid procedures and correspondence RE: same (0.6); revise new drafts of bid procedures and order (0.4); review and analyze lenders' revisions and further revisions to bid procedures and order (0.3).	1.60	824.00
12/22/22	James E. Britton	Correspondence RE: Hearing and Sale Timeline (0.2); review and analyze new entered orders (0.2); draft bid procedures summary (0.5).	0.90	463.50
12/23/22	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines re: bidding/sale procedures.	0.30	79.50
12/27/22	James E. Britton	Review and analyze APA issues list (0.2); phone call with G. Angelich and J. Kesselman (0.5); phone call with cohnreznick (1.0); review documents in data room (0.3); review and revise confidentiality provisions (0.2).	2.20	1,133.00
12/31/22	James E. Britton	Review and analyze APA and disclosure schedules (0.6) and correspondence RE:	0.80	412.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 January 31, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		same (0.2).		
12/31/22	Justin Kesselman	Attn to email from J Manning re auction process.	0.20	120.00
Fee Total			24.50	\$13,282.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	8.70	600.00	5,220.00
James E. Britton	15.50	515.00	7,982.50
Alyssa Fiorentino	0.30	265.00	79.50
Timekeeper Summary Total	24.50		13,282.00

Current Fees \$13,282.00
Subtotal For This Matter \$13,282.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00011 Miscellaneous Motions and Objections
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/23/22	Justin Kesselman	Emails with Committee (0.9); review OCP Motion and confer with Cohn Reznick re same (0.5); review rejection motion and confer with AMS re the same (0.4); emails with Debtors' counsel (0.7); attn to summary of bid procedures (0.3); attn to inventory and critical vendor expenditures and confer with Cohn Reznick re same(0.6); conferences with G Angelich and J Britton re strategy (1)	4.10	2,460.00
Fee Total			4.10	\$2,460.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	4.10	600.00	2,460.00
Timekeeper Summary Total	4.10		2,460.00

Current Fees	\$2,460.00
Subtotal For This Matter	\$2,460.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/17/22	James E. Britton	Review and analyze RPA retention app (0.3); review and analyze Cannacord retention app (0.3); Review and analyze YCST retention app (0.2); review and analyze Epiq retention app (0.3);	1.10	566.50
12/19/22	Alyssa Fiorentino	Internal correspondence re: 2014 searches, preparation of spreadsheet of parties-in-interest re: Rule 2014 search and exhibits (5.6) ; Team meeting and revisions to spreadsheets/parties-in-interest lists (1.0).	6.60	1,749.00
12/19/22	Lisa A. Indelicato	Discussions with Alyssa Fiorentino regarding Committee retention and Rule 2014 search (1.9). Assist with preparation of spreadsheet for 2014 search and exhibit 1 to Angelich Declaration in Support of AFS Retention Application (1.9). Teams meeting with George Angelich and Alyssa Fiorentino regarding same (.4).	4.20	1,596.00
12/20/22	Alyssa Fiorentino	Prepare ArentFox Schiff Retention Application.	3.60	954.00
12/21/22	Alyssa Fiorentino	Prepare ArentFox Schiff Retention Application.	1.00	265.00
12/21/22	Lisa A. Indelicato	Review and revise draft AFS Retention Application.	3.00	1,140.00
12/22/22	Alyssa Fiorentino	Discuss and prepare ArentFox Schiff Retention Application.	0.40	106.00
12/22/22	Lisa A. Indelicato	Review and revise draft AFS Retention Application and exhibits (2.9). Draft Declaration of John Pittman in Support of AFS Retention Application (1.1).	4.00	1,520.00
12/23/22	Alyssa Fiorentino	Review and compile internal correspondence re: 2014 parties-in-interest list.	0.50	132.50
12/27/22	Lisa A. Indelicato	Follow up regarding status of 2014 search.	0.10	38.00
12/29/22	Alyssa Fiorentino	Review and compile internal correspondence re: 2014 parties-in-	0.20	53.00

Arent Fox Schiff LLP

Attorneys at Law

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 00013 Professional Retention
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		interest list.		
		Fee Total	24.70	\$8,120.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	1.10	515.00	566.50
Lisa A. Indelicato	11.30	380.00	4,294.00
Alyssa Fiorentino	12.30	265.00	3,259.50
Timekeeper Summary Total	24.70		8,120.00

Current Fees	\$8,120.00
Subtotal For This Matter	\$8,120.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00015 Cash Collateral and DIP Financing
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Cash Collateral and DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/15/22	James E. Britton	Review and analyze DIP motion and draft list of issues (2.0)	2.00	1,030.00
12/19/22	James E. Britton	Phone call with DIP lender (0.8); review DIP motion and interim order and stalking horse APA (0.3);	1.10	566.50
12/19/22	Justin Kesselman	Revisions to omnibus objection (1.7); Review LOIs (.5); prepare emails to debtors and attn to responses (0.8); conferences with G. Angelich re: objections and strategy (1.4); call with Committee (0.6); call with Cooley (0.7)	5.70	3,420.00
12/20/22	James E. Britton	Revise DIP terms (0.5); further draft revisions to DIP order (3.5); further revise DIP order (0.3).	4.30	2,214.50
12/21/22	James E. Britton	Further revise DIP order (0.3); review and analyze short form interim order (0.2); revise interim order (0.3).	0.80	412.00
12/22/22	Justin Kesselman	Prepare for and attend hearing on DIP and Sale Procedures (1.7); review revised bid procedures order (0.1); respond to email from Debtor's counsel (0.1); attn to sale process question (0.1); review revised asset purchase agreement (0.8); attn to orders entered by court (0.2); prepare email to Committee (0.7); confer with G. Angelich re hearing and next steps (.2).	3.90	2,340.00
12/28/22	James E. Britton	Review and revise final DIP order (1.4).	1.40	721.00
12/30/22	George P. Angelich	Review and revise DIP objection.	2.30	1,840.00
12/30/22	Justin Kesselman	Work on objections to DIP and Canaccord (2.5); work on retention application (.2); review revised orders (0.3); emails and call with Debtors' counsel re orders, DIP, Canaccord, and witness issues (1.4); prepare email to Committee (.3); prepare email to Canaccord counsel (0.2); conferences with G. Angelich re objections and discovery (0.4); attn to emails from CR (0.2)	5.50	3,300.00

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Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00015 Cash Collateral and DIP Financing
 January 31, 2023

Invoice Number 2201537
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		Fee Total	27.00	\$15,844.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	2.30	800.00	1,840.00
Justin Kesselman	15.10	600.00	9,060.00
James E. Britton	9.60	515.00	4,944.00
Timekeeper Summary Total	27.00		15,844.00

Current Fees	\$15,844.00
Subtotal For This Matter	\$15,844.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00023 Executory Contracts and Related Matters
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Executory Contracts and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/28/22	Anna Mandel	Review and analyze policy binders in order to provide analysis to the client.	0.60	285.00
12/28/22	George P. Angelich	Review D&O insurance documents.	0.30	240.00
12/28/22	George P. Angelich	Review assumed liabilities, conferences re same and review related correspondence.	0.80	640.00
12/29/22	Anna Mandel	Draft summary and analysis of D&O and other insurance available to the client including limits of liability and retentions.	1.30	617.50
Fee Total			3.00	\$1,782.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.10	800.00	880.00
Anna Mandel	1.90	475.00	902.50
Timekeeper Summary Total	3.00		1,782.50

Current Fees	\$1,782.50
Subtotal For This Matter	\$1,782.50

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00028 Debtor Communications/Negotiations
 January 31, 2023

Invoice Number 2201537
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For Professional Services Rendered Through: December 31, 2022

Re: Debtor Communications/Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/16/22	George P. Angelich	Prepare for and confer with Debtors' counsel.	1.20	960.00
12/18/22	George P. Angelich	Prepare for and attend conference call with Debtors' counsel re sale process and budget overview; follow call with J. Kesselman and J. Britton.	2.60	2,080.00
12/20/22	George P. Angelich	Prepare for and attend conference call with Debtors' professionals.	1.10	880.00
12/21/22	Justin Kesselman	Conferences with Debtors' counsel re negotiations (0.8); emails with Debtors' counsel (0.6); Committee professionals' calls re sale/dip negotiations (0.7); work on arguments and cross-examinations of CFO and IB (4.5); review and revise documents re interim accord (2); travel to Delaware for hearing (less working time) (1.5)	10.10	6,060.00
12/29/22	George P. Angelich	Prepare for conferences with Debtors' counsel and confer with J. Kesselman (.60); review issues with orders and diligence (.60).	1.20	960.00
12/30/22	George P. Angelich	Prepare for and attend follow up call with Debtors' counsel.	1.80	1,440.00
Fee Total			18.00	\$12,380.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	7.90	800.00	6,320.00
Justin Kesselman	10.10	600.00	6,060.00
Timekeeper Summary Total	18.00		12,380.00

Current Fees \$12,380.00

Subtotal For This Matter \$12,380.00

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Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00029 Travel
 January 31, 2023

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For Professional Services Rendered Through: December 31, 2022

Re: Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
12/20/22	Justin Kesselman	Return travel to Boston from Delaware hearing billed at 50%.	1.40	840.00
Fee Total			1.40	\$840.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.40	600.00	840.00
Timekeeper Summary Total	1.40		840.00

Current Fees	\$840.00
Subtotal For This Matter	\$840.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2201537

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January 31, 2023

Current Fees For All Matters	\$112,517.50
Current Disbursements For All Matters	\$959.67
Total Amount Due This Invoice	<u>\$113,477.17</u>



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2202587
Invoice Date 02/08/2023
Client Number 044409

For Professional Services Rendered Through: January 31, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	1,299.65
00001	Petition, Schedules, First day Orders	4.10	2,337.00
00004	Investigation, Due Diligence and Analysis	1.80	1,040.00
00005	Committee and Debtor Communications, Conference Calls and	25.40	17,608.00
00008	Sale and Disposition of Assets	171.80	127,183.00
00010	Claims Administration and Objections	0.90	774.00
00011	Miscellaneous Motions and Objections	21.90	15,374.00
00013	Professional Retention	32.40	15,919.00
00015	Cash Collateral and DIP Financing	7.80	6,190.00
00016	Disclosure Statement and Plan Matters and Solicitation	3.10	2,186.00
00023	Executory Contracts and Related Matters	2.40	1,458.00
00028	Debtor Communications/Negotiations	1.30	1,118.00
00029	Travel	1.30	1,118.00
	Totals	274.20	193,604.65

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044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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February 08, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
George P. Angelich	109.00	860.00	93,740.00
Justin Kesselman	97.70	660.00	64,482.00
Andrew I. Silfen	1.20	1,050.00	1,260.00
<u>Associate</u>			
James E. Britton	45.60	570.00	25,992.00
Blended Rate for Attorneys: \$731.65			
<u>Paralegal</u>			
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	13.50	290.00	3,915.00
Totals	274.20		192,305.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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February 08, 2023

Summary of Disbursements:

Out-of-Town Meals	13.00
Out-of-Town Transportation	1,244.42
Taxicabs	<u>42.23</u>
Totals	1,299.65

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00000 General
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: General

For Disbursements:

Out-of-Town Meals

01/17/23	George P. Angelich - Out-of-Town Meals George P. Angelich, Breakfast, Travel to attend sale hearing in Delaware. with George P. Angelich	13.00
	Out-of-Town Meals	13.00

Out-of-Town Transportation

01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Train 01/17/2023 - 01/17/2023 stamford/wilmington, Travel to attend sale hearing in Delaware.	420.00
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/home, Travel to attend sale hearing in Delaware.	42.25
01/17/23	George P. Angelich - Out-of-Town Transportation George P. Angelich, Taxi/Car Service train station/court house, Travel to attend sale hearing in Delaware.	18.00
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber to Boston airport	51.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Boston , uber from Boston airport	64.66
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Airfare 01/17/2023 - 01/17/2023 Boston to Philadelphia , Travel to Philadelphia	530.80
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from court to Philadelphia airport	57.48
01/17/23	Justin Kesselman - Out-of-Town Transportation Justin Kesselman, Taxi/Car Service Philadelphia , taxi from Philadelphia airport to Court	59.75
	Out-of-Town Transportation	1,244.42

Taxicabs

01/17/23	George P. Angelich - Taxicabs George P. Angelich, Taxi/Car Service home/train station, Travel to attend sale hearing in Delaware.	42.23
	Taxicabs	42.23

Disbursement Total

1,299.65

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2202587

00000 General

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February 08, 2023

Current Disbursements

\$1,299.65

Subtotal For This Matter

\$1,299.65

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00001 Petition, Schedules, First day Orders
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Petition, Schedules, First day Orders

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/02/23	James E. Britton	Draft agenda for call (0.2); correspondence RE: vendor payment issues (0.2).	0.40	228.00
01/03/23	James E. Britton	Phone call with Debtors' counsel (0.8); phone call with CR and internal team (1.1); review and analyze response to objection (0.2); correspondence RE: first day and vendor issues (0.2); review and analyze slide deck (0.2).	2.50	1,425.00
01/04/23	James E. Britton	Conference call with committee (1.0); correspondence RE: pending items and diligence (0.2).	1.20	684.00
Fee Total			4.10	\$2,337.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
James E. Britton	4.10	570.00	2,337.00
Timekeeper Summary Total	4.10		2,337.00

Current Fees	\$2,337.00
Subtotal For This Matter	\$2,337.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Alyssa Fiorentino	Coordinate and organize UCC diligence requests.	0.40	116.00
01/11/23	Justin Kesselman	Email to W Walker (0.1); confer with CohnReznick re financials (0.4)	0.50	330.00
01/27/23	Justin Kesselman	Attn to potential D&O claims (0.6)	0.60	396.00
01/31/23	Justin Kesselman	Attn to D&O policies.	0.30	198.00
		Fee Total	1.80	\$1,040.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.40	660.00	924.00
Alyssa Fiorentino	0.40	290.00	116.00
Timekeeper Summary Total	1.80		1,040.00

Current Fees	\$1,040.00
Subtotal For This Matter	\$1,040.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 February 08, 2023

Invoice Number 2202587

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For Professional Services Rendered Through: January 31, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/04/23	George P. Angelich	Confer with V. Toppi and J. Kesselman re issues for discussion with Committee.	0.50	430.00
01/04/23	George P. Angelich	Prepare for and attend Committee call.	1.40	1,204.00
01/04/23	Justin Kesselman	Committee call (1); call with Cohn Reznick (.5); call with Wilkie (0.3)	1.80	1,188.00
01/04/23	Justin Kesselman	Email to YCST re natural merchants	0.20	132.00
01/06/23	Justin Kesselman	Meetings Cohn Reznick, RPA, and YCST (1.3); confer with G Angelich re term sheet (0.6)	1.90	1,254.00
01/09/23	Alyssa Fiorentino	Prepare and finalize executed committee bylaws.	0.10	29.00
01/09/23	George P. Angelich	Correspond with committee member.	0.30	258.00
01/09/23	Justin Kesselman	Call with YCST (0.5); calls with G Angelich and E Walker re sale (0.8); email to YCST (0.1)	1.40	924.00
01/10/23	Justin Kesselman	Call with M Litvak (.5); emails to YCST (0.3)	0.70	462.00
01/12/23	George P. Angelich	Prepare for and attend committee conference call.	1.90	1,634.00
01/12/23	Justin Kesselman	Emails with M Lunn (0.4); email to E Walker and C Miller (0,1); emails with B Lennon (0.2); committee call (.5)	1.20	792.00
01/13/23	Justin Kesselman	Conf. with YCST (0.5); call with C. Miller (0.8); call with B Lennon (0.1); call with YCST and J Leamy (0.5); call with E Walker (0.1); call with M Lunn (0.2); attn to emails from YCST (0.2); attn to email from E Walker (0.1); attn to email from B Lennon (0,1)	2.60	1,716.00
01/14/23	Justin Kesselman	Emails with Cooley (0.2); email with B. Lennon (0.1); meeting with YCST and Cooley re APA (0.5)	0.80	528.00
01/15/23	Justin Kesselman	Mtg with Debtors' and Canaccord counsel (0.3); mtgs with YCST, RPA and Cohn Reznick (1.4); call with V Toppi (0.1); call with Cooley (0.6); emails with Debtor	2.90	1,914.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		professionals (0.3); email to Cooley (0.1); email with J. Leamy (0.1)		
01/16/23	Justin Kesselman	Mtg with Debtors' counsel (.8); meeting with Debtors' and buyers' counsel (0.3)	1.10	726.00
01/16/23	Justin Kesselman	Call with Canaccord counsel (.2)	0.20	132.00
01/18/23	Justin Kesselman	Emails with Debtors, buyer, and lender re: sale documents (0.3); Conference with CohnReznick re recoveries (0.5)	0.80	528.00
01/19/23	Justin Kesselman	Call with M Lunn (0.3)	0.30	198.00
01/20/23	James E. Britton	Correspondence RE: sale update (0.2).	0.20	114.00
01/23/23	George P. Angelich	Prepare for and attend conference call with Committee member.	0.80	688.00
01/23/23	Justin Kesselman	Emails with debtors' counsel (0.2).	0.20	132.00
01/25/23	Justin Kesselman	Emails with Sacculo and CohnReznick (0.2); prepare email to Committee (0.5); prepare email to Debtors' counsel re next steps (0.6)	1.30	858.00
01/26/23	Justin Kesselman	Emails with Debtors counsel (0.3); email to committee (0.2).	0.50	330.00
01/27/23	Justin Kesselman	Emails with Debtors' counsel (0.2).	0.20	132.00
01/30/23	James E. Britton	Phone call with debtor counsel RE: next steps (0.9).	0.90	513.00
01/30/23	Justin Kesselman	Mtgs with debtors' professionals (.9); email from Committee member (0.1).	1.00	660.00
01/31/23	Justin Kesselman	Emails with Debtors' counsel.	0.20	132.00
Fee Total			25.40	\$17,608.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.90	860.00	4,214.00
Justin Kesselman	19.30	660.00	12,738.00
James E. Britton	1.10	570.00	627.00
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	25.40		17,608.00

Current Fees

\$17,608.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00005 Committee and Debtor Communications, Conference Calls and
February 08, 2023

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Subtotal For This Matter

\$17,608.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

Invoice Number 2202587
 Page 11

For Professional Services Rendered Through: January 31, 2023

Re: Sale and Disposition of Assets

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	James E. Britton	Review and analyze APA (0.3) and correspondence RE: same (0.1).	0.40	228.00
01/03/23	Justin Kesselman	Attn to post-sale waterfall concepts (1.2)	1.20	792.00
01/04/23	Justin Kesselman	Prepare sale/IB settlement structure.	1.30	858.00
01/05/23	James E. Britton	Phone call with G. Angelich and J. Kesselman (0.6); review and analyze stalking horse APA and disclosure schedule (0.3); review and analyze court filings (0.3); draft objection to Stalking Horse APA (2.8)	4.00	2,280.00
01/05/23	Justin Kesselman	Review waterfall analysis (0.5); attn to alternate settlement models (1.2) and confer with G Angelich re same (0.2)	1.90	1,254.00
01/06/23	Alyssa Fiorentino	Revise and circulate updated dates/deadlines.	0.10	29.00
01/06/23	George P. Angelich	Prepare for and attend conference calls with CohnReznick re administrative solvency issues post-sale.	2.10	1,806.00
01/06/23	George P. Angelich	Follow up on interest of potential purchaser, and phone calls re same.	0.20	172.00
01/06/23	James E. Britton	Case law research RE: cure amounts (2.0); correspondence RE: sale issues (0.2); review and revise APA (3.0).	5.20	2,964.00
01/06/23	Justin Kesselman	Review and mark APA (1.6); prepare term sheet (1.8)	3.40	2,244.00
01/07/23	James E. Britton	Review and analyze caselaw for sale objection (0.5); revise sale objection (0.7).	1.20	684.00
01/09/23	George P. Angelich	Review asset purchase agreement (1.2); confer with J. Britton re APA (.70); follow up re asset purchase agreement issues with J. Kesselman (.50).	2.40	2,064.00
01/09/23	George P. Angelich	Review issues with sale process.	0.70	602.00
01/09/23	James E. Britton	Review and analyze mark up to APA (0.2); review and analyze term sheet (0.2); correspondence RE: terms and update (0.2); revise sale objection (0.5); review	3.10	1,767.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and analyze documents RE: manning declaration (0.4); draft manning declaration (1.6).		
01/09/23	Justin Kesselman	Work on sale objection and declaration in support	2.80	1,848.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency (.50); confer with V. Toppi, M. Jobe, J. Kesselman re administrative solvency.	1.10	946.00
01/10/23	George P. Angelich	Review draft sale objection (1.20); conferences with J. Kesselman and J. Britton re sale objection (.70); review draft sale order (.30).	2.20	1,892.00
01/10/23	George P. Angelich	Review issues re post-closing administrative solvency and waterfall analysis.	0.90	774.00
01/10/23	James E. Britton	Correspondence RE: markup and objections (0.2); review and analyze creditors' objection to sale (0.2); review and revise draft sale order (2.2); review and revise deposition notices (0.2).	2.80	1,596.00
01/10/23	Justin Kesselman	Draft sale discovery to Debtors, Cannacord, Buyer (1.6); attn to declaration against IB/Sale (1.1); conf with G Angelich re sale issues (0.6); mtg with CohnReznick re sale waterfall (0.4); review BoC payoff statement (0.2)	3.90	2,574.00
01/11/23	James E. Britton	Correspondence RE: objection (0.2); phone call RE: declaration (0.4); case law research RE: sale objection and administrative insolvency (2.0); review and revise objection (0.8); further revisions to objection and declaration and attention to documents RE: same (0.3).	3.70	2,109.00
01/11/23	Justin Kesselman	Work on sale/IB objection (2.9); finalize 30(b)(6) notices to debtors, buyer, Canaccord (0.7); revise draft declaration (00.7); conf with CohnReznick re sale objection (0.4)	4.70	3,102.00
01/12/23	George P. Angelich	Address discovery issues for depositions (1.3); confer with J. Kesselman re issues for oral argument (.70); review asset purchase agreement (.60); correspondence and conferences re objections and issues for contested	5.80	4,988.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

Invoice Number 2202587
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		hearing (3.2).		
01/12/23	James E. Britton	Review and analyze oracle objection (0.2); correspondence RE: strategy and workstreams (0.2); review and analyze Summerland objection (0.1); phone call with committee RE: sale update (0.5).	1.00	570.00
01/12/23	Justin Kesselman	Conf with G Angelich re sale and settlement issues (1.3); review Summerland sale objection (0.2).	1.50	990.00
01/13/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	7.30	6,278.00
01/13/23	George P. Angelich	Review issues and objections for sale hearing.	5.10	4,386.00
01/13/23	James E. Britton	Phone call with debtors (0.5).	0.50	285.00
01/13/23	Justin Kesselman	Confer with CoghznReznick re settlement, professionals and vendor issues (0.9); conf with G Angelich re: sale settlement model (0.9); draft interrogatories to buyer (1); draft settlement proposal (.8); prepare trial exhibit list (0.7).	4.30	2,838.00
01/14/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.10	10,406.00
01/14/23	James E. Britton	Correspondence RE: APA (0.2); Conference call with debtors and stalking horse (0.6).	0.80	456.00
01/14/23	Justin Kesselman	Prepare examinations/exhibits for depositions of C Brault, R Pleines, M Ley (4.8); work on sale settlement term sheet (1); attn to revised APA (1.2); mtgs with G. Angelich (0.7) and Cohn Reznick (0.9) re settlement and trial;	8.60	5,676.00
01/15/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	12.30	10,578.00
01/15/23	James E. Britton	Review and analyze TSA, MSA, and APA (1.0) and correspondence RE: same (0.2).	1.20	684.00
01/15/23	Justin Kesselman	Working conferences with G. Angelich re: sale/IB issues, term sheet (2.3); additional work on settlements (0.7); deposition prep (3); attn to revised sale documents (0.6)	6.60	4,356.00
01/16/23	Andrew I. Silfen	Approach conference regarding litigation and settlement.	1.00	1,050.00
01/16/23	Andrew I. Silfen	Emails regarding negotiation and	0.20	210.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

Invoice Number 2202587
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		settlement.		
01/16/23	George P. Angelich	Negotiate settlement and prepare for sale hearing.	8.10	6,966.00
01/16/23	George P. Angelich	Review oral argument issues for sale hearing and confer with J. Kesselman re same.	3.20	2,752.00
01/16/23	James E. Britton	Review and analyze revisions to TSA and MSA (0.3); review and analyze revisions to sale order (0.3); review and analyze revisions to term sheet (0.2); case law research RE: gift card obligations (2.6); correspondence RE: gift cards (0.2); phone call with debtors and DIP lender (0.3); phone call with GA and JK (0.3); conference call with debtors (0.8); review and analyze further revisions to MSA, TSA, and APA and correspondence RE: same (0.8).	5.80	3,306.00
01/17/23	George P. Angelich	Prepare for and attend sale hearing.	8.40	7,224.00
01/17/23	James E. Britton	Review and analyze updated contract assumption notice (0.2); review and analyze updated APA schedules (0.2); review and analyze revised sale order (0.3); review and analyze updated term sheet and correspondence RE: same (0.3); review further revised sale order (0.2); review and analyze ley declaration (0.3); review and analyze Brault declaration (0.1); hearing on sale and Canaccord retention (listen only) (2.0).	3.60	2,052.00
01/17/23	Justin Kesselman	Prepare for and attend sale/IB hearing.	8.50	5,610.00
01/18/23	George P. Angelich	Follow up with J. Kesselman re results of sale hearing and next step (.70); review issues re closing (.40); prepare for and attend conference call with K. Clancy, V. Toppi, M. Jobe, J. Manning, J. Kesselman and J. Britton re sale process, wind down and closing (1.4).	2.50	2,150.00
01/18/23	James E. Britton	Review and analyze revised term sheet (0.2); review and analyze revised TSA (0.2); review and analyze revised sale order (0.1).	0.50	285.00
01/18/23	Justin Kesselman	Review and revise sale documents (0.8); confer with G. Angelich re: sale hearing	1.70	1,122.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00008 Sale and Disposition of Assets
 February 08, 2023

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		and documents (0.4); attn to sale waterfalls (0.5)		
01/19/23	George P. Angelich	Confer with M. Lunn, J. Kesselman re closing (.30); follow up re closing issues and calculation, conferences with J. Kesselman, K. Clancy and V. Toppi (2.1).	3.10	2,666.00
01/19/23	George P. Angelich	Review outstanding issues for post-closing negotiations.	2.60	2,236.00
01/19/23	Justin Kesselman	Attn to projected sources/uses (0.3).	0.30	198.00
01/19/23	Justin Kesselman	Call with C Reznick re sale waterfall	0.60	396.00
01/20/23	George P. Angelich	Review closing issues.	1.10	946.00
01/20/23	Justin Kesselman	Attn to closing related matters and documents.	2.00	1,320.00
01/22/23	Justin Kesselman	Review flow of funds (0.2); emails with Debtors' counsel (0.3).	0.50	330.00
01/25/23	George P. Angelich	Prepare for and attend conference call with J. Kesselman and J. Britton re next steps post-closing.	1.10	946.00
01/25/23	James E. Britton	Phone call with GA and JK RE: next steps (0.4); correspondence RE: same (0.2).	0.60	342.00
Fee Total			171.80	\$127,183.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Andrew I. Silfen	1.20	1,050.00	1,260.00
George P. Angelich	82.30	860.00	70,778.00
Justin Kesselman	53.80	660.00	35,508.00
James E. Britton	34.40	570.00	19,608.00
Alyssa Fiorentino	0.10	290.00	29.00
Timekeeper Summary Total	171.80		127,183.00

Current Fees \$127,183.00
Subtotal For This Matter \$127,183.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00010 Claims Administration and Objections
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	George P. Angelich	Review issues re critical vendor payments.	0.90	774.00
		Fee Total	0.90	\$774.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.90	860.00	774.00
Timekeeper Summary Total	0.90		774.00

Current Fees	\$774.00
Subtotal For This Matter	\$774.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00011 Miscellaneous Motions and Objections
 February 08, 2023

Invoice Number 2202587
 Page 17

For Professional Services Rendered Through: January 31, 2023

Re: Miscellaneous Motions and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Attn to critical vendor payment issues and review contracts re same (0.8), and email to YCST re same (0.2)	1.00	660.00
01/06/23	Justin Kesselman	Attn to proposed vendor payments and objection (0.2); review settlement terms (0.2)	0.40	264.00
01/08/23	Justin Kesselman	Attn to settlement with IB (0.3)	0.30	198.00
01/09/23	Justin Kesselman	Attn to vendor payment issue.	0.20	132.00
01/11/23	George P. Angelich	Revise, edit and finalize sale objection.	4.60	3,956.00
01/11/23	Justin Kesselman	Review supplemental cure notice (0.2; review objections to IB retention by US Trustee, Buyer, Bank (0.7)	0.90	594.00
01/12/23	Justin Kesselman	Work on witness cross-examinations, and attn to exhibits (2.8); conf. with J Manning (0.2); attn to proposed vendor payments (.4)	3.40	2,244.00
01/13/23	Justin Kesselman	Draft objection to critical vendor payments (0.4)	0.40	264.00
01/14/23	Justin Kesselman	Attn to IB settlement model (0.3), confer with G. Angelich re IB settlement and deposition (.8)	1.10	726.00
01/16/23	Justin Kesselman	Prepare for and take deposition of M. Ley re: IB retention motion (4.5); prepare for contested IB objection hearing, including cross-examination, argument, witness prep (4)	8.50	5,610.00
01/17/23	Justin Kesselman	Review Canaccord statement (0.4); attn to discussions with B. Lennon (.7)	1.10	726.00
Fee Total			21.90	\$15,374.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	4.60	860.00	3,956.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
00011 Miscellaneous Motions and Objections
February 08, 2023

Invoice Number 2202587
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	17.30	660.00	11,418.00
Timekeeper Summary Total	21.90		15,374.00
Current Fees			\$15,374.00
Subtotal For This Matter			\$15,374.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Lisa A. Indelicato	Internal discussions regarding Rule 2014 search.	0.50	202.50
01/04/23	George P. Angelich	Prepare for and confer with counsel to Canaccord re retention issues.	0.50	430.00
01/05/23	George P. Angelich	Follow up re retention disclosures project.	1.10	946.00
01/05/23	George P. Angelich	Prepare draft proposed settlement offer for Canaccord.	0.90	774.00
01/05/23	Lisa A. Indelicato	Internal discussions regarding status of 2014 search.	0.10	40.50
01/06/23	Alyssa Fiorentino	Coordinate and discuss updated parties-in-interest lists pursuant to Bankruptcy Rule 2014.	0.50	145.00
01/06/23	George P. Angelich	Followed up and review prepare draft proposed settlement offer for Canaccord.	1.10	946.00
01/08/23	George P. Angelich	Correspond with Canaccord's counsel re settlement proposal.	0.70	602.00
01/09/23	Alyssa Fiorentino	Discuss and prepare ArentFox Schiff retention application.	1.50	435.00
01/09/23	George P. Angelich	Review issues and confer re objections to Canaccord retention and settlement concepts.	0.60	516.00
01/09/23	Lisa A. Indelicato	Revise exhibit 2 to declaration in support of AFS retention application.	2.30	931.50
01/10/23	Alyssa Fiorentino	Prepare draft of ArentFox Schiff retention application.	3.50	1,015.00
01/10/23	Lisa A. Indelicato	Prepare supplemental declaration in support of AFS retention application.	1.10	445.50
01/10/23	Lisa A. Indelicato	Internal discussions regarding connections to certain parties in interest.	0.50	202.50
01/11/23	Alyssa Fiorentino	Update and circulate draft retention application.	0.30	87.00
01/11/23	James E. Britton	Review and analyze UST objection to Canaccord application (0.2); review and analyze stalking horse objection to Canaccord app (0.1) and Banc of Cal	0.40	228.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 February 08, 2023

Invoice Number 2202587
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		objection (0.1).		
01/12/23	Alyssa Fiorentino	Follow-up re: draft retention application.	0.10	29.00
01/12/23	Alyssa Fiorentino	Review and revise draft retention application.	2.00	580.00
01/12/23	James E. Britton	Review and analyze retention application (0.6); correspondence RE: retention application (0.2).	0.80	456.00
01/13/23	Lisa A. Indelicato	Review and revise AFS Retention Application.	2.00	810.00
01/15/23	George P. Angelich	Review issues re Canaccord objection, outline settlement proposal, confer with B. Lennon.	2.40	2,064.00
01/16/23	James E. Britton	Review and analyze prior retentions (0.2); correspondence RE: Canaccord retention (0.2); review rough transcript of Ley Depo (1.1); phone call with GA, JK and KC (1.2).	2.70	1,539.00
01/17/23	James E. Britton	Review and analyze Canaccord retention statement (0.3); review and analyze revisions to Canaccord retention app and correspondence RE: same (0.2).	0.50	285.00
01/19/23	Lisa A. Indelicato	Internal discussions regarding supplemental 2014 search; review, revise and submit spreadsheet for round 2 search.	0.50	202.50
01/24/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	1.80	522.00
01/27/23	Alyssa Fiorentino	Discussion with J. Britton re: order submission on retention application.	0.10	29.00
01/27/23	Lisa A. Indelicato	Correspond with team regarding retention order.	0.10	40.50
01/27/23	Lisa A. Indelicato	Follow up regarding supplemental 2014 search.	0.10	40.50
01/30/23	Justin Kesselman	Attn to retention status and next steps.	0.20	132.00
01/31/23	Alyssa Fiorentino	Prepare draft supplemental declaration.	3.10	899.00
01/31/23	George P. Angelich	Follow up re retention.	0.40	344.00
Fee Total			32.40	\$15,919.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00013 Professional Retention
 February 08, 2023

Invoice Number 2202587
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	7.70	860.00	6,622.00
Justin Kesselman	0.20	660.00	132.00
James E. Britton	4.40	570.00	2,508.00
Lisa A. Indelicato	7.20	405.00	2,916.00
Alyssa Fiorentino	12.90	290.00	3,741.00
Timekeeper Summary Total	32.40		15,919.00
Current Fees			\$15,919.00
Subtotal For This Matter			\$15,919.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00015 Cash Collateral and DIP Financing
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Cash Collateral and DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/02/23	Justin Kesselman	Review final dip order revisions/	0.50	330.00
01/03/23	George P. Angelich	Review issues re DIP waivers of 506, 552.	0.60	516.00
01/03/23	James E. Britton	Correspondence RE: revisions to final DIP (0.2).	0.20	114.00
01/03/23	Justin Kesselman	Revisions to dip order (0.8) and email to YCST re the same (0.3)	1.10	726.00
01/04/23	George P. Angelich	Prepare for and confer with Debtors' counsel re DIP budget.	0.80	688.00
01/04/23	Justin Kesselman	review and comment on DIP/vendor payment/expense modeling (0.7)	0.70	462.00
01/05/23	George P. Angelich	Review and follow up on DIP financing issues, proposed resolution, budget issues.	1.80	1,548.00
01/06/23	George P. Angelich	Review issues re critical vendor payments.	0.70	602.00
01/09/23	George P. Angelich	Review issues re critical vendor payments.	0.60	516.00
01/10/23	George P. Angelich	Prepare for and attend call with counsel for Banc of California.	0.80	688.00
Fee Total			7.80	\$6,190.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	5.30	860.00	4,558.00
Justin Kesselman	2.30	660.00	1,518.00
James E. Britton	0.20	570.00	114.00
Timekeeper Summary Total	7.80		6,190.00

Current Fees \$6,190.00
Subtotal For This Matter \$6,190.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00016 Disclosure Statement and Plan Matters and Solicitation
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/25/23	Justin Kesselman	Strategy mtg with G Angelich and J. Britton	0.40	264.00
01/30/23	Justin Kesselman	Attn to plan-related issues.	0.70	462.00
01/31/23	George P. Angelich	Review issues for post-closing to confirmation.	0.70	602.00
01/31/23	Justin Kesselman	Attn to plan structuring issues and options	1.30	858.00
		Fee Total	3.10	\$2,186.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.70	860.00	602.00
Justin Kesselman	2.40	660.00	1,584.00
Timekeeper Summary Total	3.10		2,186.00

Current Fees	\$2,186.00
Subtotal For This Matter	\$2,186.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00023 Executory Contracts and Related Matters
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Executory Contracts and Related Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/03/23	Justin Kesselman	Call with AF and AMS re: vendor payments (0.8)	0.80	528.00
01/11/23	James E. Britton	Review and analyze critical vendors info (0.2).	0.20	114.00
01/13/23	James E. Britton	Review and analyze supplier contracts (1.0); correspondence RE: contracts (0.2).	1.20	684.00
01/31/23	Justin Kesselman	Review rejection motion.	0.20	132.00
Fee Total			2.40	\$1,458.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Justin Kesselman	1.00	660.00	660.00
James E. Britton	1.40	570.00	798.00
Timekeeper Summary Total	2.40		1,458.00

Current Fees	\$1,458.00
Subtotal For This Matter	\$1,458.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00028 Debtor Communications/Negotiations
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Debtor Communications/Negotiations

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/30/23	George P. Angelich	Prepare for and attend conference call with M. Lunn, K. Pleines, J. Kesselman, J. Britton and V. Toppi re plan development.	1.30	1,118.00
Fee Total			1.30	\$1,118.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
Timekeeper Summary Total	1.30		1,118.00

Current Fees	\$1,118.00
Subtotal For This Matter	\$1,118.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00029 Travel
 February 08, 2023

Invoice Number 2202587
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For Professional Services Rendered Through: January 31, 2023

Re: Travel

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
01/17/23	George P. Angelich	Round trip travel to Delaware to attend in-person hearing billed at 50%.	1.30	1,118.00
Fee Total			1.30	\$1,118.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.30	860.00	1,118.00
Timekeeper Summary Total	1.30		1,118.00

Current Fees	\$1,118.00
Subtotal For This Matter	\$1,118.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

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February 08, 2023

Current Fees For All Matters	\$192,305.00
Current Disbursements For All Matters	\$1,299.65
Total Amount Due This Invoice	<u>\$193,604.65</u>



Official Committee of Unsecured Creditors of Winc, Inc., et al
unknown
New York City, NY

Invoice Number 2217997
Invoice Date 03/30/2023
Client Number 044409

For Professional Services Rendered Through: February 28, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00004	Investigation, Due Diligence and Analysis	14.60	8,866.00
00005	Committee and Debtor Communications, Conference Calls and	11.30	7,310.00
00010	Claims Administration and Objections	5.20	3,456.00
00013	Professional Retention	5.70	2,141.50
00014	Fee Applications	19.00	8,945.50
00016	Disclosure Statement and Plan Matters and Solicitation	38.60	26,186.00
	Totals	94.40	56,905.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al

Invoice Number 2217997

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March 30, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Christian M. McBurney	6.60	970.00	6,402.00
George P. Angelich	8.00	860.00	6,880.00
Justin Kesselman	19.50	660.00	12,870.00
<u>Associate</u>			
Anna Mandel	10.40	570.00	5,928.00
James E. Britton	30.90	570.00	17,613.00
Blended Rate for Attorneys: \$659.06			
<u>Paralegal</u>			
Lisa A. Indelicato	14.80	405.00	5,994.00
Alyssa Fiorentino	4.20	290.00	1,218.00
Totals	94.40		56,905.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
 March 30, 2023

Invoice Number 2217997
 Page 3

For Professional Services Rendered Through: February 28, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Justin Kesselman	Attn to D&O insurance questions.	0.20	132.00
02/02/23	Anna Mandel	Review correspondence regarding liquidated trust and insurance policies in order to analyze policies in connection with trust.	0.30	171.00
02/02/23	George P. Angelich	Prepare for and confer with K. Clancy, V. Toppi, and J. Kesselman re forensic investigation into potential claims.	0.90	774.00
02/02/23	George P. Angelich	Review draft litigation hold letter.	0.20	172.00
02/02/23	Justin Kesselman	Mtg re D&O claims (.9)	0.90	594.00
02/04/23	Anna Mandel	Review, analyze and annotate insured's excess and primary insurance policies in order to advise the client regarding same.	2.80	1,596.00
02/06/23	Anna Mandel	Further review, analyze and annotate insured's excess and primary insurance policies in order to advise the client regarding same.	2.70	1,539.00
02/06/23	Anna Mandel	Draft and revise summary insured's excess and primary insurance policies in order to advise the client regarding same.	1.60	912.00
02/06/23	James E. Britton	Review and analyze motion to reject executory contracts and bar date motion (0.4); correspondence RE: same (0.2).	0.60	342.00
02/06/23	Justin Kesselman	Review information related to D&O policies.	0.80	528.00
02/07/23	Anna Mandel	Further draft and revise summary of coverage available under insured's excess and primary insurance policies in order to advise the client regarding same.	2.20	1,254.00
02/07/23	Anna Mandel	Further review and analyze insured's primary and excess insurance policies regarding coverage available to liquidating trust in order to advise the client regarding same.	0.80	456.00
02/07/23	Justin Kesselman	Attn to D&O insurance analysis	0.60	396.00

Arent Fox Schiff LLP

Attorneys at Law

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00004 Investigation, Due Diligence and Analysis
 March 30, 2023

Invoice Number 2217997

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		Fee Total	14.60	\$8,866.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.10	860.00	946.00
Justin Kesselman	2.50	660.00	1,650.00
Anna Mandel	10.40	570.00	5,928.00
James E. Britton	0.60	570.00	342.00
Timekeeper Summary Total	14.60		8,866.00

Current Fees	\$8,866.00
Subtotal For This Matter	\$8,866.00

044409 Official Committee of Unsecured Creditors of Winc, Inc., et al
 00005 Committee and Debtor Communications, Conference Calls and
 March 30, 2023

Invoice Number 2217997

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For Professional Services Rendered Through: February 28, 2023

Re: Committee and Debtor Communications, Conference Calls and

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Lisa A. Indelicato	Internal discussions regarding Committee bylaws to be signed by new member.	0.20	81.00
02/02/23	James E. Britton	Phone call with Debtor professionals RE: claims (0.5); review and analyze draft hold letter (0.2); correspondence to committee RE: filing fee applications (0.2).	0.90	513.00
02/02/23	Justin Kesselman	Mtg with Debtor professionals (0.5)	0.50	330.00
02/02/23	Justin Kesselman	Emails with Debtors' counsel (0.2), review and revise litigation hold letter (0.4).	0.60	396.00
02/03/23	Justin Kesselman	Attn to agenda for committee call (.4)	0.40	264.00
02/06/23	Justin Kesselman	Review emails from Cohn Reznick re committee call (0.4); review email from J Britton re committee call (.2).	0.60	396.00
02/07/23	Alyssa Fiorentino	Review and circulate upcoming dates/deadlines.	0.20	58.00
02/07/23	Alyssa Fiorentino	Update to executed committee bylaws.	0.10	29.00
02/07/23	George P. Angelich	Prepare for and attend Committee conference call.	1.70	1,462.00
02/07/23	James E. Britton	Phone call with committee members RE: updates (1.2); correspondence RE: update and invoices (0.2).	1.40	798.00
02/07/23	Justin Kesselman	Prepare for (0.7) and participate in Committee meeting (1.3).	2.00	1,320.00
02/08/23	Justin Kesselman	Prepare email to Committee (0.5); review email from Hurford (0.1)	0.60	396.00
02/10/23	Justin Kesselman	Emails from Hurford (0.2), email from CohnReznick (0.1); email from RPA (0.1).	0.40	264.00
02/13/23	Alyssa Fiorentino	Circulate upcoming dates/deadlines.	0.10	29.00
02/14/23	Justin Kesselman	Attn to email from RPA	0.10	66.00
02/15/23	Justin Kesselman	Attn to question raised by committee member (.2), attn to email from RPA (0.1)	0.30	198.00
02/16/23	Justin Kesselman	Respond to email from A Miellke.	0.10	66.00
02/20/23	Justin Kesselman	Attn to email from Debtor's counsel.	0.10	66.00

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 00005 Committee and Debtor Communications, Conference Calls and
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/22/23	Alyssa Fiorentino	Review pleadings and circulate upcoming dates/deadlines.	0.10	29.00
02/24/23	James E. Britton	Correspondence RE: updates (0.2).	0.20	114.00
02/24/23	Justin Kesselman	Attn to emails with debtors' counsel.	0.20	132.00
02/27/23	James E. Britton	Draft update RE: recent filings (0.3).	0.30	171.00
02/27/23	Justin Kesselman	Review committee update (0.1); email from Debtor's counsel (0.1)	0.20	132.00
Fee Total			11.30	\$7,310.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.70	860.00	1,462.00
Justin Kesselman	6.10	660.00	4,026.00
James E. Britton	2.80	570.00	1,596.00
Lisa A. Indelicato	0.20	405.00	81.00
Alyssa Fiorentino	0.50	290.00	145.00
Timekeeper Summary Total	11.30		7,310.00

Current Fees \$7,310.00

Subtotal For This Matter \$7,310.00

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 00010 Claims Administration and Objections
 March 30, 2023

Invoice Number 2217997
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For Professional Services Rendered Through: February 28, 2023

Re: Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/02/23	George P. Angelich	Review rejection motion.	0.20	172.00
02/02/23	George P. Angelich	Review draft claims bar date motion and correspond with J. Britton.	0.20	172.00
02/02/23	James E. Britton	Review and revise proposed bar date motion, order and notice (0.7).	0.70	399.00
02/02/23	Justin Kesselman	Attn to bar date motion	0.30	198.00
02/03/23	James E. Britton	Review changes to bar date order and correspondence RE: bar date order (0.2).	0.20	114.00
02/03/23	Justin Kesselman	Confer with G Angelich re creditor pool.	0.20	132.00
02/14/23	George P. Angelich	Follow up re bar date motion (.60) and Meta claim (.20).	0.80	688.00
02/21/23	Justin Kesselman	Attn to Debtor extension motions, status of bar date motion hearing.	0.30	198.00
02/22/23	James E. Britton	Review and analyze landlord proof of claim (0.2); review and analyze stipulation (0.2); correspondence RE: same (0.2).	0.60	342.00
02/22/23	Justin Kesselman	Attn to landlord stip.	0.20	132.00
02/23/23	Justin Kesselman	Attn to revised bar date order (.2); attn to hearing results (0.2)	0.40	264.00
02/24/23	James E. Britton	Review SOFA (0.2); correspondence RE: proof of claim and stipulation (0.2).	0.40	228.00
02/24/23	Justin Kesselman	Attn to issues re: landlord stip.	0.20	132.00
02/27/23	James E. Britton	Revise stipulation (0.4) and correspondence RE: same (0.1).	0.50	285.00
Fee Total			5.20	\$3,456.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.20	860.00	1,032.00
Justin Kesselman	1.60	660.00	1,056.00
James E. Britton	2.40	570.00	1,368.00

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00010 Claims Administration and Objections
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Timekeeper Summary Total	5.20		3,456.00
Current Fees			\$3,456.00
Subtotal For This Matter			\$3,456.00

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 00013 Professional Retention
 March 30, 2023

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For Professional Services Rendered Through: February 28, 2023

Re: Professional Retention

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Alyssa Fiorentino	Preparation of supplemental declaration.	2.30	667.00
02/01/23	George P. Angelich	Follow up re supplemental 2014 disclosure.	0.30	258.00
02/01/23	James E. Britton	Correspondence RE: retention application (0.2); call with A. Fiorentino RE: retention application (0.2).	0.40	228.00
02/01/23	Lisa A. Indelicato	Review 2014 search results (.5); internal discussions regarding connections with certain parties in interest and supplemental 2014 declaration (.8).	1.30	526.50
02/02/23	Alyssa Fiorentino	Discussions with team re: supplemental declaration.	0.30	87.00
02/06/23	Alyssa Fiorentino	Discussions with J. Britton re: supplemental declaration and review disclosures.	0.30	87.00
02/08/23	Alyssa Fiorentino	Review of ArentFox Schiff retention order.	0.20	58.00
02/15/23	Alyssa Fiorentino	Review and preparation of supplemental declaration.	0.30	87.00
02/15/23	James E. Britton	Review and revise supplemental declaration.	0.20	114.00
02/23/23	Alyssa Fiorentino	Follow-up re: supplemental declaration.	0.10	29.00
Fee Total			5.70	\$2,141.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	0.30	860.00	258.00
James E. Britton	0.60	570.00	342.00
Lisa A. Indelicato	1.30	405.00	526.50
Alyssa Fiorentino	3.50	290.00	1,015.00
Timekeeper Summary Total	5.70		2,141.50

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00013 Professional Retention

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Current Fees

\$2,141.50

Subtotal For This Matter

\$2,141.50

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 00014 Fee Applications
 March 30, 2023

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For Professional Services Rendered Through: February 28, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	George P. Angelich	Follow up re interim fee statement preparation.	0.20	172.00
02/01/23	Lisa A. Indelicato	Internal discussions regarding first monthly fee application.	0.60	243.00
02/01/23	Lisa A. Indelicato	Draft first monthly fee application of AFS.	3.20	1,296.00
02/01/23	Lisa A. Indelicato	Call with Mark Hurford regarding first monthly fee application.	0.20	81.00
02/02/23	Alyssa Fiorentino	Discussion with J. Britton re: monthly fee application.	0.10	29.00
02/02/23	George P. Angelich	Review draft first monthly application.	0.50	430.00
02/02/23	George P. Angelich	Correspond with J. Leamy re UST budget compliance guidelines.	0.20	172.00
02/02/23	James E. Britton	Review and analyze December invoice (0.4); correspondence RE: invoice and monthly fee application (0.2); review and revise monthly fee application (0.5); review and analyze CR invoice (0.2); review and analyze AMS invoice (0.2).	1.50	855.00
02/02/23	Lisa A. Indelicato	Draft first monthly fee application (1.8); discussions with George Angelich and James Britton regarding same (.3); further revise fee application (.4).	2.50	1,012.50
02/08/23	Alyssa Fiorentino	Discussion with J. Britton re: January monthly fee application.	0.10	29.00
02/08/23	James E. Britton	Correspondence RE: retention and invoices (0.2); review January invoice (0.3); review corrected December invoice (0.2).	0.70	399.00
02/08/23	Lisa A. Indelicato	Draft January monthly fee application.	1.80	729.00
02/08/23	Lisa A. Indelicato	Review invoices (.5). Work with Accounting regarding formatting of monthly invoices for December and January to be filed with the Court (.5). Review revised invoices (.5).	1.50	607.50
02/09/23	James E. Britton	Correspondence RE: fee applications and invoices (0.2); review and revise January	0.70	399.00

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 00014 Fee Applications
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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		fee application (0.5).		
02/09/23	Lisa A. Indelicato	Revise and circulate December monthly fee application.	1.20	486.00
02/09/23	Lisa A. Indelicato	Revise and circulate January monthly fee application.	1.30	526.50
02/10/23	James E. Britton	Correspondence RE: finalizing fee applications and debtor's professionals.	0.20	114.00
02/10/23	Justin Kesselman	Attn to Cannacord fee app	0.20	132.00
02/10/23	Lisa A. Indelicato	Finalize monthly fee applications and send to local counsel for filing.	0.60	243.00
02/13/23	George P. Angelich	Review fee applications for filing.	0.30	258.00
02/13/23	James E. Britton	Correspondence RE: fee applications (0.2); review and analyze invoices of CR and AMS (0.3).	0.50	285.00
02/14/23	James E. Britton	Correspondence RE: fee applications .	0.20	114.00
02/14/23	Lisa A. Indelicato	Review interim compensation procedures order (.2); calendar critical dates (.2).	0.40	162.00
02/15/23	James E. Britton	Review and analyze AMS invoices for December and January.	0.30	171.00
Fee Total			19.00	\$8,945.50

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
George P. Angelich	1.20	860.00	1,032.00
Justin Kesselman	0.20	660.00	132.00
James E. Britton	4.10	570.00	2,337.00
Lisa A. Indelicato	13.30	405.00	5,386.50
Alyssa Fiorentino	0.20	290.00	58.00
Timekeeper Summary Total	19.00		8,945.50

Current Fees \$8,945.50
Subtotal For This Matter \$8,945.50

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 00016 Disclosure Statement and Plan Matters and Solicitation
 March 30, 2023

Invoice Number 2217997
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For Professional Services Rendered Through: February 28, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/09/23	Justin Kesselman	Attn to plan/trust issues	0.70	462.00
02/14/23	James E. Britton	Begin reviewing combined plan and disclosure statement (0.8); continue reviewing plan and disclosure statement (2.5).	3.30	1,881.00
02/15/23	James E. Britton	Continue reviewing and analyzing plan and disclosure statement (3.0); revise plan and disclosure statement (2.9).	5.90	3,363.00
02/16/23	James E. Britton	Finish revising plan and disclosure statement (2.7); case law research RE: UST fees (0.3); correspondence RE: plan and UST fees (0.3); begin drafting creditor trust agreement (0.7).	4.00	2,280.00
02/16/23	Justin Kesselman	Attn to plan revisions and confer with J Britton re the same (1.3)	1.30	858.00
02/17/23	George P. Angelich	Proposed comments to plan.	0.60	516.00
02/17/23	James E. Britton	Correspondence RE: plan and disclosure statement (0.2); finish drafting trust agreement (4.5).	4.70	2,679.00
02/17/23	Justin Kesselman	Review and revise plan/DS (3.1), email outlining issues (0.7), email to C. McBurney re tax implications of plan (.4)	4.20	2,772.00
02/20/23	Justin Kesselman	Confer with C. McBurney re plan tax issues.	0.10	66.00
02/21/23	Christian M. McBurney	Review tax requirements for a valid liquidating trust; email to J. Kesselman requesting Plan and Disclosure drafts and review response; go through Creditor Trust Agreement and Plan/Disclosure to check the requirements for a liquidating trust have been met; prepare notes regarding same.	2.70	2,619.00
02/21/23	James E. Britton	Review and analyze motions to extend exclusivity period and motion to extend removal deadline (0.3); correspondence RE: same (0.2); review schedules RE: same (0.2).	0.70	399.00

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<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/22/23	Christian M. McBurney	Prepare detailed liquidating trust tax comments on the Plan/Disclosure and send to J. Kesselman; prepare detailed liquidating trust tax comments on the Creditor Trust Agreement and send to J. Kesselman; review the general tax discussion in the Plan/Disclosure; research 80 percent limitation of the use of NOL carryforwards and add that to the tax discussion; prepare comments and send same to J. Kesselman.	2.60	2,522.00
02/22/23	James E. Britton	Review and analyze changes to plan and disclosure statement and comments (0.3); correspondence RE: plan and disclosure statement and other items (0.2); revise plan and liquidation trust agreement (0.9).	1.40	798.00
02/22/23	Justin Kesselman	Attn to tax issues with plan and trust agreement.	0.50	330.00
02/24/23	George P. Angelich	Review motion to extend exclusivity and related correspondence.	0.30	258.00
02/24/23	Justin Kesselman	Confer with A Saccullo re plan.	0.20	132.00
02/27/23	James E. Britton	Correspondence RE: plan and disclosure statement (0.2); revise liquidation trust agreement (0.2).	0.40	228.00
02/27/23	Justin Kesselman	Attn to Saccullo plan comments.	0.40	264.00
02/28/23	Christian M. McBurney	Review email from J. Kesselman regarding Debtor holding alcohol licenses; begin research and analysis of liquidating trust tax requirements regarding same; prepare questions on background facts and send to J. Kesselman; email exchange with J. Kesselman on transition services.	1.30	1,261.00
02/28/23	George P. Angelich	Review issues re draft plan.	1.60	1,376.00
02/28/23	Justin Kesselman	Attn to plan and trust revisions (1.3; email to Hurford re the same (.2), emails to C Mcurney re the same (0.2)	1.70	1,122.00
Fee Total			38.60	\$26,186.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
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<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Christian M. McBurney	6.60	970.00	6,402.00
George P. Angelich	2.50	860.00	2,150.00
Justin Kesselman	9.10	660.00	6,006.00
James E. Britton	20.40	570.00	11,628.00
Timekeeper Summary Total	38.60		26,186.00

Current Fees	\$26,186.00
Subtotal For This Matter	\$26,186.00

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Current Fees For All Matters

\$56,905.00

Total Amount Due This Invoice

\$56,905.00